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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION CORPORATION, Plaintiff, v. BERNARD L. MADOFF INVESTMENT SECURITIES LLC, Defendant.	Adv. Proc. No. 08-01789 (SMB) SIPA LIQUIDATION (Substantively Consolidated)
IN RE: BERNARD L. MADOFF, Debtor,	
IRVING H. PICARD, Trustee for the Liquidation of Bernard L. Madoff Investment Securities LLC, Plaintiff, v. MADELEINE GINS ARAKAWA, Individually and in her capacity as Executrix of the Estate of Shusaku Arakawa; and the ESTATE OF SHUSAKU ARAKAWA, Defendant.	Adv. Proc. No. 10- AP-4827 (SMB)

MOTION FOR REPLACEMENT OF COUNSEL

The Estate of Madeleine Gins Arakawa hereby moves this Court, upon the accompanying affidavit of Ronald D. Spencer sworn to on May 2, 2014, annexed as **Exhibit A** hereto, and all prior pleadings and proceedings in this case, for an order pursuant to Rule 2090-1(e) of the Local Bankruptcy Rules of the Southern District of New York, permitting Carter Ledyard &Milburn LLP to replace Lax & Neville LLP as counsel for all Defendants in this action.

1. Baker & Hostetler LLP, counsel for the Trustee, has consented to this substitution.

2. In view of the death of Madeleine Gins Arakawa, and for the reasons set forth in the annexed affidavit of Ronald D. Spencer, executor for the Estate of Madeleine Gins Arakawa, this Court should grant the Motion to allow the substitution of Carter Ledyard & Milburn LLP, which is counsel for the Estate of Madeleine Gins Arakawa, as counsel for all Defendants in this action.

3. No delay or prejudice to any party should result from the granting of this motion.

WHEREFORE, the Estate of Madeleine Gins Arakawa respectfully requests that this Court issue and enter the Order in the form attached hereto as **Exhibit B**.

Dated: New York, New York
May 5, 2014

CARTER LEDYARD & MILBURN LLP

By: ______________________
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Ronald D. Spencer
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EXHIBIT A

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Pursuant to 28 U.S.C. § 1746, I, Ronald D. Spencer, declares as follows:

1. On or about January 8, 2014, Madeleine Gins, also known as Madeleine Arakawa and Madeleine Gins Arakawa, died.

2. On or about February 27, 2014, the Surrogate's Court of the State of New York, New York County issued Letters Testamentary for the Estate of Madeleine Gins to me, Ronald Spencer, and to Stephen Gins, and Michael Govan, naming us as Fiduciaries and Executors of the Estate of Madeleine Gins, and authorizing and empowering us to perform all acts requisite to the estate of the decedent in accordance with the laws of New York State. A true and correct copy of the Letters Testamentary are annexed hereto as **Exhibit 1** to this Affidavit.

3. Carter Ledyard & Milburn LLP serves as counsel to the Estate of Madeleine Gins in the probate proceeding in the New York Surrogate's Court, New York County.

4. The Executors of the Estate of Madeleine Gins unanimously seek to have Carter Ledyard & Milburn LLP serve as counsel in this Action, for efficiency of management of related legal and factual issues, including the appropriateness and timing of Gins Estate distributions and the management of requests of Gins Estate beneficiaries.

5. Counsel for the Trustee has consented to this substitution.

6. The Estate of Madeleine Gins has no plans to seek adjournment of any pending or scheduled action or deadline, and accordingly substitution of Carter Ledyard & Milburn LLP as counsel in this Action should not result in prejudice to any party.

7. The Caption should be amended to reflect the substitution of The Estate of Madeleine Gins for Madeleine Gins.

8. The Caption should be amended to reflect that Madeleine Gins was the Administrator, rather than the Executor, of the Estate of Shusaku Arakawa, because Shusaku

Arakawa died intestate. A Decree Granting Letters of Administration, issued by the Surrogate's Court, New York County, on or about July 2, 2010, is annexed hereto as **Exhibit 2.**

9. Madeleine Gins was identified in the Arawkawa Estate proceeding as the sole class of surviving relatives who would take property of the decedent pursuant to New York Estate, Powers and Trusts Law § 4-1.1. The assets of the Estate of Shusaku Arakawa that were located in the United States have been distributed to Ms. Gins and a United States Estate Tax Return Form 706 was completed for the Estate of Shusaku Arakawa. Accordingly, no successor Administrator to the Estate of Shusaku Arakawa would be appointed.

10. Because Madeleine Gins and Shusaku Arakawa were Joint Tenants with a Right of Survivorship in the account that is subject to this Action, the interests of the two estates are aligned, and it is appropriate for Carter Ledyard to represent the Estate of Shusaku Arakawa together with the Estate of Madeleine Gins Arakawa. Such representation would not involve significant additional expense to the Gins Estate counsel, and there are no funds in the Arakawa Estate with which to retain separate counsel.

I declare under penalty of perjury that the foregoing is true and correct.

Date: New York, New York
Executed on May 2, 2014

Ronald D. Spencer

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EXHIBIT 1

Surrogate's Court of the County of New York

Whereas, a decree has been entered by this court directing the issuance to you of LETTERS TESTAMENTARY, upon your qualifying, according to law.

Now, therefore, you are hereby authorized to administer the estate of said deceased subject to the jurisdiction and the supervision of this court.

File #: 2014-546

Name of Decedent: **Madeline Gins**
AKA **Madeline Arakawa**
Madeline Gins Arakawa

Date of Death: 01-08-2014

Domicile: **County of New York**

Type of Letters Issued: **LETTERS TESTAMENTARY**

Fiduciaries Appointed: **Ronald Spencer**
Stephen Gins
Michael Govan

THESE LETTERS, granted pursuant to a decree entered by the court, authorize and empower the above-named fiduciary or fiduciaries to perform all acts requisite to the proper administration and disposition of the estate/trust of the Decedent in accordance with the laws of New York State, subject to the limitations and restrictions, if any, as set forth above.

Dated: February 27, 2014

IN TESTIMONY WHEREOF, the seal of the New York County Surrogate's Court has been affixed.

WITNESS, Hon Rita Mella, Judge of the New York County Surrogate's Court

Diana Sanabria, Chief Clerk

These Letters are Not Valid Without the Raised Seal of the New York County Surrogate's Court

NOTICE: Attention is called to the provision of Sec. 11-1.6 of Estates, Powers and Trusts law and Sec. 719 of the Surrogate's Courts Procedure Act, which makes it a misdemeanor and a cause for removal for a fiduciary to deposit or invest estate funds in his individual account or name. All funds must be deposited in the name of the fiduciary and to the credit of the estate. Sec 708 and Sec 711 of the Surrogate's Court Procedure Act provide that if the address of the fiduciary changes they shall promptly notify the court of the new address and that failure to do so within thirty (30) days after such change may result in the suspension or revocation of letters.

FACE OF DOCUMENT CONTAINS A MULTICOLORED VOID PANTOGRAPH AND MICROPRINT BORDER. THIS DOCUMENT ALSO HAS INVISIBLE FLUORESCENT FIBERS, ARTIFICIAL WATERMARK ON BACK, AND A CHEMICAL REACTIVE VOID FEATURE.

Certificate# 113203

Surrogate's Court of the State of New York
New York County

File#: 2014-546

Certificate of Appointment of Executors

To all to whom these presents shall come or may concern,

That we, having inspected the records of our Surrogate's Court in and for the County of New York, do find that on February 27, 2014 by said court, LETTERS TESTAMENTARY on the goods, chattels and credits of Madeline Gins, deceased, late of the County of New York were granted unto the fiduciaries listed below.

Name of Decedent:	**Madeline Gins** aka Madeline Arakawa Madeline Gins Arakawa
Date of Death:	January 8, 2014
Domicile:	County of New York
Fiduciary Appointed:	**Ronald Spencer** **Stephen Gins** **Michael Govan**
Letters Issued:	LETTERS TESTAMENTARY
Letters Issued On:	February 27, 2014

and such Letters are unrevoked and in full force as of this date.

Dated: March 3, 2014
New York, New York

IN TESTIMONY WHEREOF, the seal of the New York County Surrogate's Court has been affixed.

WITNESS, Honorable Rita Mella, Judge of the New York County Surrogate's Court.

Diana Sanabria, Chief Clerk
New York County Surrogate's Court

This Certificate is Not Valid Without the Raised Seal of the New York County Surrogate's Court and expires six months from the issue date of this certificate.

EXHIBIT 2

File No. 2471 , 2010

At the Surrogate's Court of the County of New York, held at the Surrogate's Court of the County of New York, on the day of July 22 , 2010

Present: NORA S. ANDERSON
Honorable
Surrogate.

New York County Surrogate's Court
DATA ENTRY DEPT.
July 22, 2010

Proceeding for Letters of Administration, Estate of Shusaku Arakawa Deceased.

Decree Granting Letters of Administration

Upon reading and filing the petition of Madeline Gins verified the 2nd day of July , 2010 , it is

ORDERED AND DECREED that letters of administration of the goods, chattels and credits which were of the above-named decedent be and the same are hereby awarded to Madeline Gins

who appears to be entitled thereto, upon her ~~executing a bond according to law, with sufficient sureties, in the sum of Dollars and otherwise~~ qualifying according to law.

Nora Anderson
Surrogate

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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ORDER PURSUANT TO LOCAL BANKRUPTCY RULE 2090-1(e)
AUTHORIZING SUBSTITUTION OF COUNSEL

IT IS ORDERED, that the Motion, dated May 5, 2014 (the "Motion"), pursuant to Rule 2090-1(e) of the Local Bankruptcy Rules of the Southern District of New York, for entry of an order authorizing Carter Ledyard & Milburn LLP to replace Lax & Neville LLP as counsel for

Defendants in this Action, all as more fully described in the Motion, after due deliberation and sufficient cause appearing therefor, is hereby granted for cause shown.

Dated: New York, New York

May ___, 2014

____

Stuart M. Bernstein
United States Bankruptcy Judge